

RECORDATION NO. 21263 FILED

MAR 9 '98

1-25 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 9, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Railroad Lease Agreement, dated as of March 3, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Lessee: California Northern Railroad Company
Island Corp Center
7525 SE 24th Street, #350
Mercer Island, Washington 98040

A description of the railroad equipment covered by the enclosed document is:

fifty (50) railcars bearing CFNR reporting marks and road numbers 52001 through 52050, inclusive

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 9 1 21 PM '98

Arthur
Counterparts-

Mr. Vernon A. Williams
March 9, 1998
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21263 FILED

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

MAR 9 '98

1-25 PM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 3rd day of March, 1998, is intended to evidence the Railroad Equipment Lease Agreement dated as of March 3, 1998 (the "Lease"), between **DJJ LEASING LTD.**, an Ohio limited liability company (the "Lessor"), and **CALIFORNIA NORTHERN RAILROAD COMPANY, L.P.**, a California limited partnership (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the railcars described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

LESSEE:

DJJ LEASING LTD.

**CALIFORNIA NORTHERN RAILROAD
COMPANY, L.P., BY ITS GENERAL
PARTNER: PARKSIERRA CORPORATION**

By: 

By: 

Name: James H. Goetz

Name: DAVID L. PARKINSON

Title: Vice President

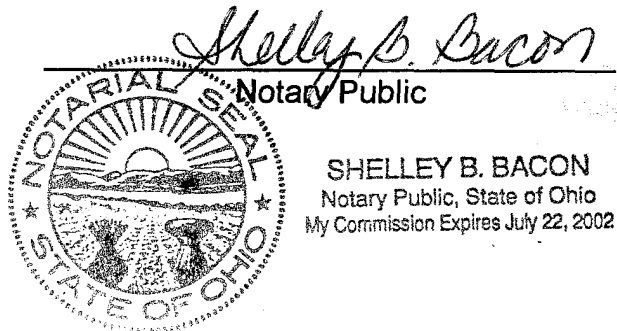
Title: PRESIDENT

Date: March 3, 1998

Date: 3/4/98

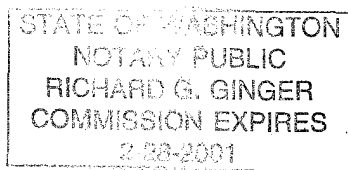
STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 3rd day of March, 1998, by James H. Goetz, the Vice President of DJJ Leasing Ltd., an Ohio limited liability company.



STATE OF Washington)
)
COUNTY OF King) SS:

The foregoing instrument was acknowledged before me this 4th day of March, 1998, by David L. Parkinson, the President of Parksierra Corporation, a California corporation, the corporate general partner of California Northern Railroad Company, L.P. a California limited partnership, on behalf of the partnership.



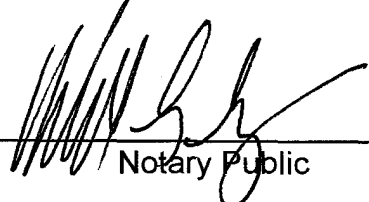

Notary Public

EXHIBIT A

To the Memorandum of Lease dated March 3, 1998, between DJJ Leasing Ltd. and California Northern Railroad Company, L.P., a California limited partnership.

DESCRIPTION OF UNITS

Fifty (50) railcars bearing reporting marks as follows:

CFNR 52001-52050, INCLUSIVE